LIMITED)

PTL PROJECTS

Regd Office : 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janakpuri, New Delhi -

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ANNEXURE 12

BRIEF PARTICULARS OF THE TRANSFEREE/RESULTING AND TRANSFEROR/DEMERGED COMPANIES

RE: PROPOSED COMPOSITE SCHEME OF AMALGAMATION BETWEEN ARTEMIS GLOBAL LIFE SCIENCES LIMITED ("AGLSL" OR "COMPANY") ARTEMIS HEALTH SCIENCES LIMITED ("AHSL"), ATHENA EDUSPARK LIMITED ("AEL") AND ARTEMIS MEDICARE SERVICES LIMITED ("AMSL") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

APPLICATION UNDER REGULATION 37 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS 2015

		ANNEXUF ARS OF THE TRANSFEREE/RESULTIN	NG AND TRANSFEROR/DEMERGED	
ARTEMIS H	OSED COMPOSITE SCHEME OF A REALTH SCIENCES LIMITED ("AHSI PECTIVE SHAREHOLDERS AND CRE	MMALGAMATION BETWEEN ARTEI L"), ATHENA EDUSPARK LIMITED (' DITORS	MIS GLOBAL LIFE SCIENCES LIMI "AEL") AND ARTEMIS MEDICARE	ITED ("AGLSL" OR "COMP SERVICES LIMITED ("AMSL
	APPLICATION UNDER REGUL	ATION 37 OF SEBI (LISTING OBLIGA		
Particulars	Transferee Company 2 - Artemis Medicare Services Limited	Transferee Company 1 and Transferor Company 3 Artemis Global Life Sciences Ltd	Transferor Company 1 Artemis Health Sciences Ltd	Transferor Company Athena Eduspark Ltd
Name of the company	ARTEMIS MEDICARE SERVICES LIMITED	ARTEMIS GLOBAL LIFE SCIENCES LIMITED	ARTEMIS HEALTH SCIENCES LIMITED	ATHENA EDUSPARK LIMITED
Date of Incorporation &	Date of Incorp.: 18/05/2004	Date of Incorp: 25/03/2011	Date of Incorp.: 28/12/2005	Date of Incorp: 19/09/2011
details of name changes, if any	Change from Pvt. Ltd to Public Ltd.: 05/10/2009	Earlier it was Known as PTL Projects Ltd. The name of the Company was changed to Artemis Global Life Sciences Limited vide resolution dated March 08, 2015 and a fresh certificate of incorporation was obtained on December 29, 2015.	Change from Pvt. Ltd to Public Ltd.: 05/10/2009	
Registered Office	PLOT NO. 14, SECTOR- 20, DWARKA, NEW DELHI- 110075	414/1, 4TH FLOOR, DDA COMMERCIAL COMPLEX DISTRICT CENTRE, JANAKPURI NEW DELHI West Delhi DL 110058 IN	PLOT NO. 14, SECTOR- 20, DWARKA, NEW DELHI- 110075	Plot No. 14 Sector 20, Dwa New Delhi South West Del 110075

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Particulars	Transferee Company 2 - Artemis Medicare Services Limited	Transferee Company 1 and Transferor Company 3 Artemis Global Life Sciences Ltd	Transferor Company 1 Artemis Health Sciences Ltd	Transferor Company 2 Athena Eduspark Ltd
Name of exchanges where the securities of the company are listed	Unlisted Company	Listed on National Stock Exchange of India Limited and Bombay Stock Exchange	Unlisted Company	Unlisted Company
Nature of Business	AMSL is primarily engaged in purchasing, selling, managing, improving, maintaining, obtaining/giving on lease, promoting, administering, operating and otherwise dealing and obtaining license for running hospitals, clinics, nursing homes, pharmacy, dispensaries, maternity homes, old age homes, health resorts and health clubs, all types of ambulatory services, polyclinics, medical centers, child & women welfare and family planning centers, diagnostic centers, health aids and research centers/laboratory and to undertake all kinds of medical and health care activities in India and/or abroad.	AGLSL is primarily engaged in the business of buying, selling, managing, improving, maintaining, taking on lease, promoting, administering, owning or running hospital(s), clinics, nursing homes, dispensaries, maternity homes, old age homes, health resorts and health clubs, polyclinics, medical centres, child welfare and family planning centres, diagnostic centres, all types of laboratories for carrying on investigation, x-ray, cat scan, ECG and medical research and provision of all kinds of medical and health services and acquirements.	AHSL is primarily engaged in purchasing, selling, managing, improving, maintaining, obtaining/giving on lease, promoting, administering, operating and otherwise dealing and obtaining license for running hospitals, clinics, nursing homes, pharmacy, dispensaries, maternity homes, old age homes, health resorts and health clubs, all types of ambulatory services, polyclinics, medical centers, child & women welfare and family planning centers, diagnostic centers, health aids and research centers/laboratory and to undertake all kinds of medical and health care activities in India and/or abroad.	the like all over India and abroad for imparting and advancement of K-12 scientific, technical, higher medical management education

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For Artemis Medicare Services Limited

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For Artemis Health Sciences Limited

Particulars	Transferee Company 2 - Artemis Medicare Services Limited	Transferee Company 1 and Transferor Company 3 Artemis Global Life Sciences Ltd	Transferor Company 1 Artemis Health Sciences Ltd	Transferor Company 2 Athena Eduspark Ltd
Brief particulars of the scheme	("AHSL"), Athena Eduspark Limit creditors is divided into two part merger, as AHSL is a wholly own first part, AGLSL would be merg would be issued shares of AMSL every 5 (five) equity shares of	Igamation between Artemis Global ted ("AEL") And Artemis Medicare ts. In the first part AHSL and AEL worded subsidiary of AGLSL and AEL awayed into AMSL i.e. a reverse merge in the share entitlement ratio of 1:5 Rs.2/- each of AGLSL held by the liders of the company would become	Services Limited ("AMSL") and the ould merge with AGLSL. There workholly owned subsidiary of AHSL. (or of holding company into subsidence i.e. 1 (one) equity shares of Rs. 10 shareholder of AGLSL. Hence, up	eir respective shareholders and uld be no issue of shares for this Consequent to the merger in the iary. Each shareholder of AGLSL 0/- each of AMSL to be issued for on the draft composite scheme
Rationale for the scheme	structure, business group; (2) enhance growth proinefficiencies and br (3) result in improved	rs and other stakeholders of the roperations, provide optimal utilizate espects, reduce overheads, administing operational rationalization and eshareholder value for the shareholder value for the shareholder of the shareholder than the shareholder of the shareholder than the shareholder walue for the shareholder than the s	ion of various resources and elimi rative, managerial and other costs organizational efficiency; and lders of the respective companies	nating cross holdings within the and expenditure and remove s, thus providing a stronger and
Date of resolution passed by the Board of Director of the company approving the scheme	09.05.2018	09.05.2018	09.05.2018	09.05.2018
	Not Applicable	Not Applicable	Not Applicable	Not Applicable

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For Artemis Global Life Sciences Limited

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Anuj Sood Company Secretary (A35276) D-6/10, 3rd Floor, Rana Pratap Bagh New Delhi-110007 For Artemis Health Sciences Limited

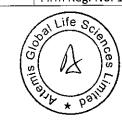
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For Artemis Medicare Services Limited

Particulars	Transferee Company 2 - Artemis Medicare Services Limited	Transferee Company 1 and Transferor Company 3 Artemis Global Life Sciences Ltd	Transferor Company 1 Artemis Health Sciences Ltd	Transferor Company 2 Athena Eduspark Ltd
for determining the price as per para 8 of SEBI Circular dated March 10, 2017, if applicable				
Date of meeting of the Audit Committee in which the draft scheme has been approved	09.05.2018	09.05.2018	09.05.2018	N.A
Appointed Date	For the amalgamation of AGLSL in	d AEL into AGLSL pursuant to Part I nto AMSL pursuant to Part III of the mation of AHSL and AEL into AGLSL	Composite Scheme, the appointed	date is 01.04.2018 (after the
	42			
Not Worth	(Re in lakhe)	(Rs. In lakhs)	(Rs. In lakhs)	(Rs. In lakhs)
Net Worth Pre	(Rs. In lakhs) 16564.82	(Rs. In lakhs) 13342.23	(Rs. In lakhs) 1395.80	(Rs. In lakhs) 71.65
	1 ' '	· · ·	, , ,	• • • • • • • • • • • • • • • • • • • •

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For Artemis Global Life Sciences Limited

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For Artemis Health Sciences Limited

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For Artemis Medicare Services Limited

Particulars	Transferee Company 2 - Artemis Medicare Services Limited	Transferee Company 1 and Transferor Company 3 Artemis Global Life Sciences Ltd	Transferor Company 1 Artemis Health Sciences Ltd	Transferor Company 2 Athena Eduspark Ltd
Accountant – Name of the valuer/valuer firm and Regn				
no.			Please refer Annexure-2	Please refer Annexure-2
Fair value per	Please refer Annexure-2	Please refer Annexure-2		
shares		- Constitute issued for	or every 5 (five) equity shares of Rs.	2/- each of AGLSL held by the
Exchange ratio	shareholder of AGLSL	Rs. 10/- each of AMSL to be issued for) C4C() 5 ((((3) 5 1 - 1)	
Name of	Chartered Capital and Investme	nt Limited		
Merchant				
Banker giving				
fairness opinion				

For Artemis Global Life Sciences Limited

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For Athena Eduspark Ltd.

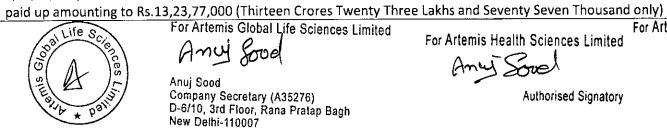
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Particu	ılars	Transferee Company 2 - Artemis Medicare Services Limited	Transferee Company 1 and Transferor Company 3 Artemis Global Life Sciences Ltd	Transferor Company 1 Artemis Health Sciences Ltd	Transferor Company 2 Athena Eduspark Ltd	
Capital	before	Authorized Capital:	Authorized Capital:	Authorized Capital:	Authorized Capital:	
the schen	ne					
(No. of	equity	Rs. 25,00,00,000/- 2,50,00,000	Rs. 20,00,00,000/- comprising	Rs. 24,50,00,000/- comprising	Rs. 5,00,000/- comprising	
shares as	well as	(Two Crores And Fifty Lacs)	10,00,00,000 (Ten Crores)	2,45,00,000 (Two Crores and	50,000 (Fifty Thousand) equity	
capital rupees)	in	equity shares of Rs.10/- each	equity shares of Rs.2/- each	Forty Five Lacs) Equity Shares of Rs.10/- each	shares of Rs.10/- each	
		Paid Up Capital:	Paid Up Capital:	And 50,00,000/- comprising 50,000	Paid Up Capital:	
		Rs. 21,03,50,000/- comprising 2,10,35,000 (Two crores Ten Lacs and Thirty Five Thousand) equity shares of Rs.10/- each	Rs. 13,23,77,000/- comprising 6,61,88,500 (Six Crores Sixty One Lacs Eighty Eight Thousand Five Hundred) equity shares of Rs.2/- each	(Fifty Thousand) 11% Non Cumulative Redeemable Preference Shares of Rs. 100/- each	Rs. 5,00,000/- comprising 50,000 (Fifty Thousand) equity shares of Rs.10/- each	
			NS.2/ - each	Paid Up Capital:		
				24,49,99,930/-comprising of 2,44,99,993/- (Two crores Forty Four Lacs Ninety Nine Thousand		
				Nine Hundred and Ninety Three)Equity Shares of Rs.10/-		
•				each And		
		!		Rs. 38,80,000 comprising		
				38,800 (Thirty Eight Thousand		
				Eight Hundred) 11% Non		
				Cumulative Redeemable		
				Preference Shares of Rs. 100/-		
				each	.,	

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be issued



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For Artemis Health Sciences Limited

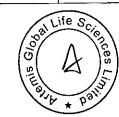
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For Artemis Medicare Services Limite

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Particulars	Transferee Company 2 - Artemis Medicare Services	Transferee Company 1 and Transferor Company 3	Transferor Company 1 Artemis Health Sciences Ltd		Company 2 uspark Ltd
	Limited	Artemis Global Life Sciences Ltd			·
Cancellation of shares on account of cross holding, if any	The 21035000 equity shares of FV Rs. 10 each of AMSL held by AHSL would be transferred to AGLSL pursuant to Part II of the Composite Scheme. AGLSL's shareholding of 21035000 equity shares of FV Rs. 10 in AMSL would get cancelled upon amalgamation of AGLSL into AMSL pursuant to Part III of the Composite Scheme.	There is no cancellation of shares on account of cross holding.	The 24499993 equity shares of FV Rs. 10 each and 38,800 11% Non-Cumulative Redeemable Preference Shares of Rs. 100/each of AHSL held by AGLSL would get cancelled upon amalgamation of AHSL into AGLSL pursuant to Part II of the Composite Scheme.	The 50,000 equ Rs. 10 each of A AGLSL would ge upon amalgama into AGLSL purs of the Composit	LEL held by et cancelled ation of AEL suant to Part II
Capital after the scheme (No. of equity shares as well as capital in rupees)	Rs. 70,05,00,000/- (Indian Rupees Seventy Crores and Five Lacs Only) divided into 6,95,50,000 (Six Crores Ninety Five Lacs and Fifty Thousand) Equity Shares of Rs.10/- each and 50,000 (Fifty Thousand) 11% Non Cumulative Redeemable Preference Shares of Rs. 100/- each.	Nil, since pursuant to the Composite Scheme AGLSL shall stand dissolved without being wound up in accordance with the Companies Act.	Nil, since pursuant to the Composite Scheme AHSL shall stand dissolved without being wound up in accordance with the Companies Act.	Nil, since pursu Composite Sche stand dissolved wound up in ac the Companies	eme AEL shall without being cordance with
Shareholding Details (Pre Scheme)					
	No. of Shares % of holding	No. of Shares % of holdin	No. of Shares % of holding	No. of Shares	% of holding

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Anuj Sood Company Secretary (A35276) D-6/10, 3rd Floor, Rana Pratap Bagh New Delhi-110007 For Artemis Health Sciences Limited

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Particulars Promoter	Transferee Company 2 - Artemis Medicare Services Limited		Transferee Company 1 and Transferor Company 3 Artemis Global Life Sciences Ltd		Transferor Company 1 Artemis Health Sciences Ltd		Transferor Company 2 Athena Eduspark Ltd	
	21035000	100	46215399	69.82	2,44,99,993/- Equity Shares of Rs.10/- each And 38,800 11% Non Cumulative Redeemable Preference Shares of Rs. 100/- each	100	50000	100
Public (Excluding QIBs)	-	-	19973101	30.18	-	<u>-</u>	<u>-</u>	-
QIBs		-	-		_	_	-	-
Non Promoter Non Public	-	-	_		-	-	-	•

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For Artemis Global Life Sciences Limited

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For Artemis Health Sciences Limited

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For Artemis Medicare Services Limited

Particulars	Transferee C Artemis Medi Limi	care Services	Transferee Com Transferor Co Artemis Global Life	mpany 3	Transferor Artemis Healt			r Company 2 duspark Ltd
Sharahalding	21035000	100	66188500	100	2,44,99,993/- Equity Shares of Rs.10/- each And 38,800 11% Non Cumulative Redeemable Preference Shares of Rs. 100/- each	100	50000	100
Shareholding Details (Post Scheme)								
	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	9243079	69.82	Post Scheme capi		Post Scheme ca	•		capital would be
Public (Excluding QIBs)	3994621	30.18	nil, since as per ti Scheme AGLSL wound up withou	would get	nil, since as per Scheme AHSL w up without dis	ould get wound	Scheme AEL w	er the Composite yould get wound issolution as an
QIBs	-	-	as an integral		integral part of		•	of the Composite
Non Promoter Non Public	-	_	Composite Scheme	.	Scheme.		Scheme.	·
TOTAL	13237700	100%						
No of shareholders	the record date i Composite Scher Amalgamation a	in term of the me of	Nil, as AGLSL would up without dissolut integral part of the Scheme	tion as an	Nil, as AHSL wou up without disso integral part of t Scheme	olution as an	without dissolu	old get wound up ution as an f the Composite
dicare Services Limit Authorised Signat		ife Sciences Linu	Anuj Sood Company Secretary D-6/10, 3rd Floor, Ra	(A35276)	For	Artemis Health S Any Soci	1	

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For Artemis Medicare Services Limited

Anuj Sood Company Secretary (A35276) D-6/10, 3rd Floor, Rana Pratap Bagh New Delhi-110007

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Particulars	Transferee Company 2 - Artemis Medicare Services Limited	Transferee Company 1 and Transferor Company 3 Artemis Global Life Sciences Ltd	Transferor Company 1 Artemis Health Sciences Ltd	Transferor Company 2 Athena Eduspark Ltd
Names of the Promoters / Promoter Group (with PAN nos.)	*	•	Artemis Health Sciences Ltd AHSL is a subsidiary of AGLSL which in turn is promoted by Mr. Onkar S. Kanwar and Constructive Finance Pvt Ltd. Hence, the ultimate promoters of AHSL are Mr. Onkar S. Kanwar and Constructive Finance Private Limited. PAN details of the promoters are as follows: i) Mr. Onkar S. Kanwar-PAN: AAIPK9639F ii) Constructive Finance Private Limited-PAN: AACCC9252D PAN details of AGLSL: AAFCP9324G	Athena Eduspark Ltd AEL is a subsidiary of AHSL and a step down subsidiary of AGLSL which in turn is promoted by Mr. Onkar S. Kanwar and Constructive Finance Pvt Ltd. Hence, the ultimate promoters of AEL are Mr. Onkar S. Kanwar and Constructive Finance Private Limited. PAN details of the ultimate promoters are as follows: i) Mr. Onkar S. Kanwar-PAN: AAIPK9639F ii) Constructive Finance Private Limited-PAN: AACCC9252D
	PAN details of AHSL: AAFCA9606G			PAN details of AHSL: AAFCA9606G
	PAN details of AGLSL: AAFCP9324G	For Artemis Global Life Scie		PAN details of AGLSL: AAFCP9324G

For Artemis Medicare Services Limited

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For Artemis Health Sciences Limited
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Particulars	Transferee Company 2 - Artemis Medicare Services Limited			Transferee C Transferor Artemis Global	Company	y 3		Company 1 th Sciences Ltd	1	or Company 2 Eduspark Ltd
Names of the Board of Directors (with			PAN	Directors	PAN		Directors	PAN	Directors	PAN
DIN and PAN nos.)	Mr. Onl Kanwa	kar \$.	AAIPK9639F	Mr. Onkar S. Kanwa	AAIPKS	639F	Mr. Onkar S. Kanwa	AAIPK9639F	Mr.Harish Bahadur	AADPB7533J
	Mr. Nee Kanwar	-	AAGPK9372F	Mr. Neeraj Kanwar	AAGPK	93 72 F	Ms. Shalini Kanwar Chand	ADRPC9652J	Mr. Prem Narain Wahal	AAAPW5077H
	Ms. Sha Kanwar		ADRPC9652J	Mr. Akshay chudasama	AAAPC	5207F	Mr. U.S. Anand	AAEPA5164H	Mr.Gorav Arora	AEFPA8642M
	Mr. Akshay chudasama		1.00.00	Ms.Devlina	ADXPC3210E		Mr. Anil Chopra	AADPC8101B		
	Ms.Dev chakrav		ADXPC3210E	Mr. Harish Bahadur	AADPB	7533J				
	Mr. Nin Kumar Gangul		AEVPG6604D	Dr. S. Narayan	ABUPN	15095R				
	Dr. S. N	arayan	ABUPN5095R	Dr. Sanjaya Baru	AAFPB	4429H				
Please specify relation among	S.	Compa	nies		<u> </u>	Relatio	n			
the companies	1	Artemi	s Global Life Scier	ices Limited (AGL	.SL)	Holding	g company of AH	SL		
involved in the	2	Artemi	s Health Sciences	Limited (AHSL)		Wholly	owned Subsidia	y of AGLSL		_
scheme, if any	3	Artemi	s Medicare Servic	es Limited (AMSI	L)	Wholly	owned subsidiar	y of AHSL		
	4	Athena	Eduspark Limited	J (AEL)		ļ <u> </u>	owned subsidiar	· · · · · · · · · · · · · · · · · · ·		

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For Artemis Global Life Sciences Limited

Anuj Sood Company Secretary (A35276) D-6/10, 3rd Floor, Rana Pratap Bagh New Delhi-110007

For Artemis Health Sciences Limited

Particulars Transferee Company 2 - Artemis Medicare Services Limited		, , , , , , , , , , , , , , , , , , , ,						
Details regarding change in management control in listed or resulting company seeking listing if	AMSL would be the only existing management control of AMSL	ould be wound up without dissolution is company pursuant to the Composite						

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For ARTEMIS GLOBAL LIFE SCIENCES LIMITED

For Artemis Global Life Sciences Limited

Anuj Sood Company Secretary (A35276) D-6/10, 3rd Floor, Rana Pratap Bagh New Delhi-110007

19/05/2018 Guzugzam

For Artemis Health Sciences Limited

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For Artemis Medicare Services Limited

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